

BYLAWS OF THE AMERICAN SOCIETY OF INTERIOR DESIGNERS



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Updates of note from a prior version are identified beneath specific section header and/or by using an underscore.

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Overview: These Bylaws are complemented by a set of Policies that reside in a separate document. The reader should consider this information in concert with those Policies.

A. SOCIETY MEMBERSHIP

ARTICLE I. DEFINITIONS

Section 1 – Terms

1. As used in these Bylaws the term:
 - a. Society means the American Society of Interior Designers Inc., a not-for-profit corporation organized under the laws of the State of Delaware.
 - b. Board means the duly elected and constituted Board of Directors of the Society charged with responsibility for management of all operations and activities of the Society.
 - c. Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of the Society in a specific geographic region.
 - d. Chapter Board means the duly elected and constituted Board of Directors of an ASID Chapter charged with responsibility for management of all operations and activities of the Chapter.
 - e. Student Chapter means a segment of the Society established by the Board to regularly undertake operations and activities of student members of the Society in a specific geographic area.
 - f. National Director means a member of the Board including the Chair, Chair-Elect, or Past Chair.

ARTICLE II. SOCIETY NAME AND LOGO: LIMITATION OF USE

Section 1 – Society’s Name

1. The Society shall be known by either its full name, American Society of Interior Designers Inc., or its registered appellation, ASID.

Section 2 – Society’s Name Utilization

1. No firm, corporation, or other business establishment shall utilize the Society’s name, or its registered appellation, or other membership designation for any purpose, except in conjunction with the personal names of members.

Section 3 – Corporate Seal

1. The Society’s Corporate Seal may be used only by the Society, and no chapter or member shall use the Corporate Seal.

Section 4 – Society’s Logo

1. The Society’s Logo may be used by the Society and its chapters in a manner approved by the Board, but may not be used by members.

ARTICLE III. PURPOSES AND ACTIVITIES

(Article III revised October 2022)

Section 1 – Society’s Mission and Guideposts

1. ASID’s mission is to empower members to have a positive impact on the people and the planet through collaboration, design thinking, education, and advocacy. The Society’s core values are design excellence, advocacy, thought leadership, and being community driven.

2. The Society's strategic guideposts are:
 - a. Interior design will advance its value proposition through evolving practices and business landscapes, with a diverse and well-prepared professional community.
 - b. Interior design professionals and their teams will be at the forefront of positive change in the communities in which we work, play, live, heal and learn.

Section 2 – Society's Activities

1. The Society's activities shall include:
 - a. Actively representing the professional development core of the interior design association community.
 - b. Advocating for the profession in legislature.
 - c. Expanding and disseminating knowledge based on science and data.
 - d. Creating member communities that provide meaningful impact.
 - e. And other activities and services that advance the Society's purpose.

ARTICLE IV. NON-PROFIT STATUS

Section 1 – Society's Earnings

1. No part of the Society's net earnings shall inure to the benefit of any member or other person. All funds received by the Society shall be utilized only to defray costs incurred in furtherance of Society programs, activities, and administration.

Section 2 – Dissolution

1. Upon dissolution, all remaining Society property and assets, tangible and intangible, after complete discharge of its obligations, shall be distributed among such other organizations with objects and purposes similar to those of the Society as the Board determines.

ARTICLE V. MEMBERSHIP CLASSIFICATIONS

(Article V, Section 2, #2; Section 5 #6 revised October 2022 / Sections 1, 2, 4, and 5 revised October 2023)

Section 1 – Membership Categories and Eligibility

2. Categories

Society membership shall be open to qualified individuals and organizations in the separate categories specified in the Policies and shall include as well Provisional membership, which membership is confined to those individuals previously admitted in such category. Special status in the Society may be afforded to Society members or other qualified individuals.

3. Eligibility

Any individual or organization who is otherwise qualified under the Policies, and who agrees to comply with all obligations imposed upon Society members by these Bylaws and the Society's Code of Ethics, may be admitted to membership in the Society. Grant of Student membership shall not in and of itself obligate the Society to accept such former Student member into any other category of membership.

Section 2 – Categories of Membership

1. Individuals

- a. Practitioner

Those individuals who practice in the field of interior design that meet the qualifications set out in the Policies, will qualify for membership based on a criterion of education, experience, and examination.

- b. Educator
Those individuals employed as faculty or staff at any higher education institution that meet the qualifications set out in the Policies.
 - c. Student
Those individuals actively enrolled as a student at a higher education institution where that institution meets the qualifications set out in the Policies.
 - d. Affiliate
Those individuals, other than Practitioner, Educator, or Student, that support the profession of interior design and meet the defined qualifications set out in the Policies.
2. Organizations
- a. Supplier
Any supplier of a product or service that supports the interior design profession and practice that meets the qualifications set out in the Policies.
 - b. Firm
Any business offering design services that meets the qualifications set out in the Policies.
 - c. Higher Education Institution
Any post-secondary, higher education institution including a university, college, or accredited school of interior design that meets the qualifications set out in the Policies.
 - d. Affiliate
Any organization, other than Supplier, Firm, or Higher Education Institution, that supports the profession of interior design and meets the qualifications set out in the Policies.

Section 3 – Qualification Procedures

1. The Headquarters Support Team (HST) shall examine all data pertaining to any candidate for membership in any category and shall make determination of eligibility and qualification of such candidate for Society membership. Membership obtained by an applicant through use of false or misleading data can be terminated summarily by act of the Ethics & Professional Responsibility Committee.

Section 4 – Special Status Categories

4. Categories, criteria, and qualifications for special status are outlined in the *ASID Policies* document.

Section 5 – Termination of Membership

1. Resignation
A member may resign by written notice provided that such member is current in payment of dues or other charges due the Society.
2. Non-Payment
The membership of any member delinquent in payment of dues or other charges due the Society may be terminated in accordance with policies established by the Board.
3. Failure to Comply with Continuing Education Requirements
Any Practitioner or Educator member who fails to comply with the continuing education requirements set forth in the Policies is subject to suspension or termination in accordance with the Policies.
4. Effect of Termination
All rights and privileges of membership in the Society shall cease upon membership suspension or termination. Rights and privileges of membership may not be exercised during any period of suspension.

5. **Effect of Termination: Special Status**

Termination of membership for any reason shall automatically cancel any special status accorded such member.

6. **Reinstatement**

Any former member who voluntarily resigned may be reinstated in his/her former membership category upon compliance with reinstatement guidelines. A former member who was terminated as a result of disciplinary proceedings may be reinstated in his/her former membership category once the period of disqualification has expired and upon compliance with reinstatement guidelines. In an instance where a member is terminated for either non-payment of dues or as the result of voluntary resignation at a time when there is an unresolved complaint against such member, the member's file shall be marked accordingly, and one of the conditions for reinstatement, if applied for, will be satisfactory resolution of the outstanding complaint.

ARTICLE VI. MEMBERSHIP, RIGHTS, AND LIMITATION

(Article VI, Sections 1 and 2 revised October 2022 / Sections 1, 3, 4, and 5 revised October 2023 / Section 2 #2 revised September 2024)

Section 1 – Voting

1. All Individual members in good standing shall be entitled to one vote in any Society or chapter election or at any Society or chapter membership meeting.
2. Individuals designated as members from Organization categories in good standing shall be entitled to one vote in any Society or chapter election or at any Society or chapter membership meeting.
3. The term “members in good standing” shall mean those members whose membership status is active and current in dues per our administrative systems on the date by which an election, society or chapter meeting may take place.

Section 2 – Right to Hold Office

1. No member may serve simultaneously in more than one elected position.
2. Any member who has received a reprimand, censure, or whose membership has been suspended as a result of action by the Ethics & Professional Responsibility Committee shall thereafter be precluded from holding any voluntary leadership, committee, or task force position with the Society or in any of its chapters, for such time as determined by the Society.

Section 3 – Rights and Privileges — Personal Use

1. All rights and privileges of a Society member, inclusive of permitted use of Society appellation, are personal to such member, and may be used only by such member and not by an organization unless the organization is a Society member.

Section 4 – Titles and Designations

5. A Society member in good standing shall be entitled to use with his/her personal name a designation descriptive of his/her membership in the Society in such manner, without modification or deviation, as is set forth in the Policies.
6. Organization members shall be permitted to designate that the Organization is a Society member, without deviation, as is set forth in the Policies.

Section 5 – Titles and Designations — Limitation on Use

1. Except as specifically set forth in these Bylaws and the Policies, an Individual member shall not permit their organization, whether or not owned or controlled by the Individual member, to state or imply through advertising, stationery, or other means, that the organization or a member of the organization's staff is a Society member except that reference may be made to the personal names and designation of such staff members who are in fact members of the Society.
2. Organization members shall be permitted to designate that the Organization is a Society member, without deviation, as is set forth in the Policies.

Section 6 – Other Limitations

1. No member or representative shall make use in any manner of the Society's official emblem (logo) except as expressly stated in Policies.

ARTICLE VII. CODE OF ETHICS AND DISCIPLINARY PROCEEDINGS

(Article VII, Section 2 revised October 2022)

Section 1 – Ethics

1. All Society members shall conduct their activities as interior designers in compliance with all provisions of the Society's Code of Ethics as adopted or subsequently amended by the Board.

Section 2 – Scope — No Immunity

1. Any member shall be subject to Society discipline if such member in any manner violates his/her obligations under these Bylaws, or the Code of Ethics, or engages in any conduct detrimental to the welfare and interest of the Society, its chapters, or its members, or to the interests of the Profession or otherwise conducts himself/herself in an unprofessional manner as an interior designer.
2. A member shall not be immune from charges of misconduct or disciplinary proceedings because he/she engages in practice as an officer, director, stockholder, partner, or employee of any legal entity, or because he/she claims to have acted under the order of any officer, board, or committee of such legal entity, and every member shall be personally responsible for his/her own actions even if taken at the direction of such legal entity.
3. All disciplinary proceedings may only be instituted in accordance with the provisions of this Article, Society policies, procedures, and chapter leadership guidelines.
4. Notwithstanding any other provision in these Bylaws or organizational policies, the Society's national board and/or an executive officer of the association shall have the authority to order the immediate suspension, pending investigation and due process by the Ethics & Professional Responsibility Committee, of any member who in its opinion is engaging in conduct imminently dangerous to the welfare of the public or to the Society.

ARTICLE VIII. DUES AND FEES

Section 1 – Annual Determination

1. Dues and fees of the Society membership shall be determined by the Board as part of the annual budgeting process and shall remain in effect for no less than one calendar year.

Section 2 – Payment of Dues and Fees

1. Dues and fees shall be payable when billed. A new membership will be noted as active when either it is paid in full or when the first installment is paid if installment billing is chosen.
2. Members who have not paid dues within 90 days of invoicing each year (excluding members who have arranged for installment dues payment) may be subject to a late fee to be added to their dues balance.
3. The Society Board has the ability to levy a special assessment on the membership as follows:
 - a. The National Board of Directors may levy an assessment on the membership for an amount in addition to their dues.
 - b. The Board must state a goal for the assessment.
 - c. The Board states which membership categories this assessment is levied on.
 - d. The Board must define a time period of the assessment. All assessments must run concurrently with the Society's dues cycle and can be for no more than two years. The Board may renew the assessment for an additional two years by Board vote.

- e. The total amount of revenue received from any assessment cannot exceed 5% of the aggregate dues total in any fiscal year, without a vote from the membership class or subclass which would be responsible for paying the assessment.

Section 3 – Dues and Fees Allocated to Chapters

1. A proportion of dues received by the Society shall be remitted to its chapters as determined by the Board as part of the annual budgeting process.

B. SOCIETY ORGANIZATION

ARTICLE I. BOARD OF DIRECTORS

(Article I, Section 2, Section 3 #2, Sections 4, 5, 6, Section 7 #4, Section 8 revised October 2022 / Section 2, Section 3 #1, Section 6 #2 revised September 2024 / Section 2 #1, Section 6 #2 revised September 2025)

Section 1 – Management Powers

1. The right and authority to manage all activities, property, and funds of the Society shall rest with the Board, which shall have the powers and authority conferred by the Bylaws, by its corporate charter, or by law.

Section 2 – Composition

1. The Board shall consist of twelve National Directors consisting of: one Chair, one Past Chair, and one Chair-Elect, seven At-Large members, and two Industry Partner Representatives. Industry Partner Representatives must be from two separate Industry Partner member organizations. By a majority vote, the Board may appoint up to two additional non-voting Ex Officio members to serve on the Board.

Section 3 – Qualification

1. Except as is otherwise provided in this section, candidates for At-Large National Director shall be ASID Professional Practitioner members and shall have either served: (i) as a chapter president; or (ii) on a Society committee, council or task force; or (iii) have documented and/or demonstrated leadership within the profession. One (1) At-Large position on the board will be filled by an Allied Practitioner member who must meet the above criteria with the exception of being a Professional Practitioner member. One (1) At-Large position on the board will be filled by a Practitioner member who is an emerging professional, defined herein as a Practitioner member aspiring to successfully complete the Professional Practitioner member qualifications, or a Professional Practitioner member with 10 or fewer years of experience.
2. Notwithstanding the forgoing, ASID Board members are prohibited from serving in a leadership role (e.g., on the Board of Directors) with any other industry organization.

Section 4 – Financial Oversight

1. An At-Large member of the Board shall be selected by the Board to provide oversight of all Society financial and administrative matters, working with the Society's Head of Finance.

Section 5 – Board Secretary

1. An individual providing administrative support to the CEO shall serve as the Board Secretary in recording the determinations of the Board at all Board meetings.

Section 6 – Term of Office

1. The Society's Chair, Chair-elect, and Past Chair shall serve on the Board for a term concurrent with their respective terms in office.
2. Directors At-Large to the National Board shall serve for a three-year term commencing on October 1, the beginning of the Society's fiscal year, and shall be eligible for reelection for an additional three-year term of service with the Director's reapplication and approval of the Governance Committee. Industry Partner Representatives to the National Board shall serve for a two-year term commencing on October 1, as outlined herein. Industry Partner terms shall be staggered so that representatives are appointed in alternating years. Service as a Director At-Large or Industry Partner Representative to the National Board for a consecutive period of one year or more shall be deemed to be an equivalent of a full term. Ex Officio members shall serve for a one-year term commencing on October 1, as outlined herein, and shall be eligible for reappointment by a majority vote of the Board.
3. If a Director At-Large serves two consecutive terms, they will not be eligible for consideration to serve as Chair-Elect until one year has elapsed following completion of their two consecutive three-year terms.

Section 7 – Meetings

1. Regular Meetings
Such meetings of the Board shall be held at such times and places as the Board determines.
2. Special Meetings

A special meeting of the Board may be called by the Chair at any time, at his/her discretion, but it shall be the duty of the Chair to call such meeting upon the written request of five members of the Board who shall specify therein the purpose of such special meeting. The notice of any such special meeting shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

3. Quorum: Board Action

Personal attendance of the majority of total Board Membership shall constitute a quorum, and Board action shall require the affirmative vote of two-thirds of the Board members present (amended 10/11). Each National Board member shall be entitled to cast one vote. No Board member shall be entitled to vote by proxy or by designee. Board meetings shall be conducted either in person or through telecommunication or other forms of communication by which all persons participating in the meeting can hear each other.

4. Board Action Without Meeting

- a. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Provided however, Board actions to:

- (i) Amend the Bylaws, or
- (ii) Approve the Society's Strategic Plan, Workplan or Annual Budget

must be conducted either in person or through some form of communication in which each participant is able to both view and hear all other participants.

Section 8 – Removal

1. Any Director, Director At-Large, or other Board member may be removed from office by Board action provided he/she is given the opportunity by the Board to show cause why such action should not be taken.

Section 9 – Vacancies

1. A vacancy in the office of Director At-Large shall be filled by Board action pursuant to Policies.

ARTICLE II. OFFICERS

(Article II, Section 2, Section 5 #2 revised October 2022)

Section 1 – Enumeration

1. The Society's Board shall be led by a board Chair, a Chair-Elect, and a Past Chair, each serving for a one-year term commencing on October 1, the beginning of the Society's fiscal year.

Section 2 – Eligibility

1. No member shall be eligible for election to serve as a Chair, Chair-Elect or Past Chair unless such member:
 - a. has successfully completed the NCIDQ examination or other examination as specified in the national bylaws, and,
 - b. has served as an At-Large Director on the National Board.

Section 3 – The Chair

1. The Chair shall preside at Society Board meetings; shall be an Ex-Officio member of all Board-related committees and task forces, except for the Governance Committee; shall perform such other duties as may be required by the Board; and is required to carry out the Strategic Plan.

Section 4 – Chair-Elect

1. The Chair-Elect shall perform the duties assigned to him/her by the Chair and/or Board and shall preside at meetings of the Society's Membership and the Board in the absence of the Chair. He/she shall automatically succeed the incumbent Chair at the conclusion of the latter's term of office.
2. When the Board sits as the Society's Strategic Planning Committee, the Chair-Elect shall serve as its chair.

3. The Chair-Elect shall be responsible for making appointments for the following year of service.

Section 5 – Past Chair

1. The Past Chair shall perform such duties as may be requested by the Chair or the Board and as identified in Policies. The Immediate Past Chair shall not be eligible to serve in any national office role, including Director At-Large, again following expiration of his/her term of office.
2. The Past Chair will serve as Chair of the Governance Committee.

Section 6 – Election Procedure

1. Nominations - The Governance Committee shall nominate all candidates for office in accordance with the Policies.
2. Additional Nominations - Additional candidates for each National Director and Director At-Large position may be nominated through written petition in accordance with the Policies.
3. Ballot Procedure - Balloting will be conducted in accordance with the Policies.

Section 7 – Vacancies

1. Vacancies in any office of the Society, including members of the Board, shall be filled according to Policies.

ARTICLE III. MEETINGS OF THE SOCIETY

Section 1 – Annual

1. There shall be an annual meeting of the Society's members, at a time and place specified by the Board, for receiving annual reports and the transaction of such other business as may properly come before the meeting. Meeting notice shall be sent to each member not less than thirty (30) days before date of meeting.

Section 2 – Special Meetings

1. Special meetings of members may be called by the Chair and the Chair-Elect or shall be called by the Chair upon written request either of a majority of members of the Board or in response to a request signed by 10 percent of the Professional members, addressed to the Chair. Notice of any special meeting shall be mailed to each Professional member at his/her last recorded address at least twenty (20) days in advance, with a statement of time and place and information as to the subjects to be considered, and a statement at whose instance such special meeting is to be called. No business other than that stated in the notice of the special meeting shall be considered during any such meeting.

Section 3 – Quorum — Conduct of Business

1. Not less than 10 percent of the Professional members present in person and/or proxy shall constitute a quorum for the transaction of business at any duly called special meeting of members.

ARTICLE IV. SOCIETY STAFF ORGANIZATION

(Article IV, Section 1 #2 revised October 2022)

Section 1 – President/Chief Executive Officer

1. The Society's National Offices shall be under the direction of the Society's Chief of Staff, the President/Chief Executive Officer, who shall be selected by the Board.
2. The President/Chief Executive Officer shall be responsible for management of all operations of the Society's National Office, including staff performance, hiring, dismissal, and replacement of staff personnel and allocation of staff remuneration within the annual budget approved by the Board. The President/Chief Executive Officer shall be responsible for the implementation of the annual operating plan and shall perform such other duties as may be assigned by the Chair or the Board.
3. Tenure and Remuneration of the President/Chief Executive Officer, inclusive of employment benefits, shall be determined by the National Directors.

4. The President/Chief Executive Officer shall report to the Chair and the Board.

Section 2 – Staff: Personnel Manual

1. Staff shall perform the functions described for their respective positions in the Society's Personnel Manual.
2. All staff shall be responsible to the President/Chief Executive Officer and shall report to him/her or to his/her designee. The President/Chief Executive Officer is responsible for the structure, staffing, and management of ASID personnel.
3. The Society's Personnel Manual shall describe functions and responsibilities of all staff personnel and shall be reviewed by the Board whenever changes are warranted.

ARTICLE V. AMENDMENTS TO THE BYLAWS

(Article V, Section 2 #3, Section 3 #2 revised October 2022)

Section 1 – Amendments by Members

1. These Bylaws may be amended at the annual or any special Society meeting by a majority vote of a quorum present at the meeting, provided that notice of the proposed amendment shall have been sent together with notice of the meeting.
2. No amendment shall be considered at the meeting unless the same has been submitted for consideration either upon recommendation of the Board or by written petition executed by not less than 200 Professional members. Any proposed amendment shall be filed with the Board Secretary by either the Board or the petitioning members, as the case may be, not less than 45 days before the date of the meeting.

Section 2 – Amendments by the Board

1. These Bylaws may be amended first, by presentation of amendment at a scheduled Board meeting for Board's consideration, and secondly, by a vote on the amendment(s) to take place at the next scheduled Board meeting, provided that the Board Secretary shall have sent to each Board member notice of proposed amendments accompanied by pros and cons not less than 10 days prior to said meetings.
2. Any amendment that will either increase or decrease the number of Board members shall require affirmative vote of either two-thirds of the Board members present at the meeting at which it is considered or of a majority of the entire Membership of the Board, whichever is higher.
3. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by a Chair, Chair-Elect or Past Chair or not less than two Directors at-Large.
4. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 3 – Policy Amendments by the Board

1. The Policies may be amended by one vote on the amendment to take place at a scheduled Board meeting, provided each Board member receives notice of proposed amendment accompanied by pros and cons not less than 10 days prior to said meeting.
2. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by a Chair, Chair-Elect or Past Chair or no fewer than two Directors at-Large.
3. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 4 – Approval by Counsel

1. Prior to Board approval, any amendment to these Bylaws or Policies shall first be reviewed by the Society's General Counsel as to form and content being within the powers of the Society to enact.

Section 5 – Interpretation of Bylaws

1. Each provision of these Bylaws and all amendments shall be interpreted and construed in accordance with the laws of the state of Delaware.

C. SOCIETY FINANCIAL

ARTICLE I. FISCAL AND FINANCIAL AFFAIRS

Section 1 – The Society’s Fiscal Year

1. Shall be October 1 through September 30 in each year.

Section 2 – Society Funds

1. Procedures for handling of the Society’s funds and its various bank and investment funds shall be determined by the Policies.

Section 3 – Expenditures and Liabilities — Limitation

1. No member, director, officer, committee, employee, or other representative of the Society shall have the authority to expend any Society funds, incur any Society liability, or make any commitment on behalf of the Society for any expenses or involve it in any financial liability, unless such expenditure, liability, or commitment has been authorized in the Society’s annual budget or by specific resolution of the Board.

Section 4 – Limitation on Liabilities

1. Society members shall not be considered as partners for any purpose. No member, officer, Board member, or employee of the Society shall be liable for the acts or failure to act on the part of any other member, officer, Board member, or employee of the Society; nor shall any member, officer, or Board member be personally liable to a third party for any action taken or not taken on behalf of the Society under authority granted in these Bylaws.

Section 5 – Bonding

1. The Board shall arrange to obtain such Fidelity Bond as it determines for all Society officers, Board members, and staff personnel.

D. CHAPTERS

ARTICLE I. CHAPTER ORGANIZATION

(Article I, Section 6, Section 11 revised October 2022 / Section 6 revised November 2023)

Section 1 – Scope

1. On state and local matters, the Society shall function through its chapters, which shall be legally constituted as non-profit membership associations of the state or states in which they regularly conduct operations.

Section 2 – Establishment

1. Chapters shall be established by the National Board, which shall determine all requirements for chapter formation.

The creation of a new chapter shall only be approved by the National Board based on a recommendation of a Board-appointed committee. Each chapter shall operate as an integral segment of the Society, and no chapter shall incorporate as a separate legal entity apart from the Society without approval from a board appointed committee. Any chapter granted status as a separate independent corporation shall be required to comply with such rules, regulations, and standards, to be set out in an affiliation agreement provided by the Society.

Section 3 – Authority and Duties

1. No act or activity undertaken by a chapter shall be at variance with these Bylaws and with Society policy, guideline, or action.

Section 4 – Bylaws

1. Each chapter shall adopt Bylaws incorporating all provisions as are set forth in the Appendix to these Bylaws (Draft of ASID Chapter Articles), subject to any modifications or additions that are requested by a chapter and then approved by the National Board.

Section 5 – Name

7. Each chapter shall adopt a name that shall begin with the name of the geographic area over which the chapter has jurisdiction and be closed with the phrase “of the American Society of Interior Designers” without use of any corporate designation. The name shall be subject to National Board approval.

Section 6 – Chapter Membership

8. Unless otherwise defined at the time of joining the Society, each Society member shall be assigned as a member of the chapter where the member maintains his/her preferred mailing address. The member may notify National Headquarters to change his/her affiliation to a specific chapter or community. There may be additional fees to join or participate in specific or multiple chapters and communities.

Section 7 – Chapter President — Limitation

1. No National Society Board Director may serve concurrently as a chapter Officer.

Section 8 – Property Interests

1. No chapter shall have any interest in any assets of the Society, nor be liable for any debt or contractual obligation of the Society. The Society shall not have any interest in assets of any chapter, nor be liable for any debt or contractual obligation of any chapter, except that upon Board revocation of the chapter’s authority to operate, all the funds, property, and records of the chapter shall revert to and become the sole property of the Society, subject to proper claims of third parties.

Section 9 – Activities of Chapters — Limitations

1. A chapter must obtain Society approval before engaging in any fund-raising activity and/or before engaging in any new or unusual activity.
2. A chapter shall fully comply with any instructions received by it from a National Board-appointed committee pertaining to chapter programming or other activities, or chapter administration, provided that such instructions have theretofore been approved by the Society’s Board.

Section 10 – Financial Reports

1. Each chapter shall submit to the Society's head of Finance a quarterly and annual financial report in such form as the Board requires, verified by the chapter's President.

Section 11 – Termination of Chapter Operations

1. The authority of a chapter to operate may be revoked by the National Board upon the recommendation of a National Board appointed committee for such reason, provided that the chapter is given the opportunity by the National Board to show cause why such action should not be taken. Any decision as to revocation of a chapter's authority to operate by the National Board shall be final. Upon written notification of revocation, the chapter shall immediately surrender all chapter records, funds, and properties to the Society, and shall immediately discontinue operations as a chapter.

ARTICLE II. STUDENT CHAPTERS

Section 1 – Establishment

1. The Society may establish Student chapters at educational institutions offering undergraduate or graduate programs in interior design that meet ASID requirements. Only one Student chapter shall be established at each educational institution or branch of the same. At any time and for any reason, the Board may withdraw the right granted to operate a Student chapter at any such educational institution.

Section 2 – Organization

1. A Student chapter shall operate in accordance with these Bylaws and such policies as the Board may adopt with respect to Student chapters.

Section 3 – Non-Endorsement

1. Establishment of a Student chapter at an educational institution shall in no way imply that the Society has approved or accredited the interior design program offered at the institution. The institution shall not in any manner, inclusive of the material published in its brochures or other literature, state or imply that the Society has, in any way, endorsed, accredited, or otherwise approved its interior design program.

ARTICLE III. CHAPTER MANAGEMENT

Section 1 – Chapter Management

1. All chapters of the Society are required to operate within the Society's purpose and activities.
2. All Chapter Board members are required to attend all training sessions in accordance with Policies.

APPENDIX 1 – DRAFT ARTICLES FOR INDIVIDUAL ASID CHAPTERS

ARTICLE I. NAME

Section 1 – Name

1. The name of this non-profit professional organization shall be the (State/Region) Chapter of the American Society of Interior Designers.

ARTICLE II. PURPOSES

Section 1 – Purposes

1. In accordance with the objectives and purposes stated in the Bylaws of the American Society of Interior Designers, the purposes and objectives of this chapter shall embrace all of those principles stipulated therein.

ARTICLE III. MEMBERSHIP

(Article III, Section 3 revised October 2022)

Section 1 – Eligibility and Election

1. Categories describing the classification of membership as listed in the Society's Policies shall be the same as those within the chapter membership, and election shall be governed by the pertinent provisions of the Bylaws.

Section 2 – Termination of Chapter Membership

1. Any member who, for any reason, ceases to be a member of the Society or is dropped from the Society's roll for non-payment of dues, shall cease to be a member of the chapter.

Section 3 – Rights and Privileges of Membership

1. Refer to Society Membership, Article VI on Membership Rights.
2. Members of all categories, except for Student members, shall be eligible to hold any office in a chapter, as provided for in these Bylaws.

ARTICLE IV. BOARD OF DIRECTORS

(Article IV Section 1, Section 6, Section 7 #1, Section 8 #1, 3, 5, 6 revised October 2022 / Section 1 #2, Section 8 #4 revised November 2023)

Section 1 – Composition

1. A chapter Board is required and limited to have seven positions, as follows, except for when there are student chapters in which case the chapter Board will have eight. The President and President-elect positions will be filled by any non-student member in good standing:
 - a. President (a non-voting position)
 - b. President-elect
 - c. Five Director positions to be filled by any non-student Member, with limitations as set forth below:
 - (i) Director with Financial Oversight
 - (ii) Director of Membership
 - (iii) Director of Professional Development and Programs

(iv) Director of Communications

(v) Director At-Large

d. Student Representative to the Board (if chapter has student chapters)

2. Chapter Executive Committee:

a. No chapter shall have an Executive Committee.

Section 2 – Participation in National Chapter Leadership Meetings

1. Required chapter leaders shall attend the Society's Chapter Management meetings in accordance with Policies.

Section 3 – Directors

1. Directors shall serve staggered terms, and each shall be elected for one two-year term.

Section 4 – Student Member Representation

1. Where the chapter includes one or more Student chapters, the chapter's Board of Directors shall include as a voting member, a Student member selected by the Board to such position for a one-year term, from among qualified candidates.

Section 5 – Term Limits

1. Chapter Board members' term limits are set forth in the Policies.

Section 6 – Vacancies

1. Vacancies in any chapter officer or director position shall be filled according to vacancy Policies.

Section 7 – Board Meetings

1. The chapter shall be required to hold a minimum of two (2) board meetings annually in addition to its Annual Meeting. One (1) meeting of the Board shall be held at the time of the chapter's annual membership meeting.
2. Special meetings may be called by the President at his/her option and shall be called by the President upon written request of 25% of the members of the Board. Notice of such meetings shall be given to each Director personally or by mail at least 14 days in advance and shall state the purpose or purposes thereof and at whose instance the meeting was called. No business other than that stated in the notice shall be transacted at such special meeting.

Section 8 – Quorum

1. Each chapter board member shall be entitled to cast one vote as outlined herein.
2. Five voting members of the chapter Board of Directors shall constitute a quorum for all meetings of the Board where quorum vote is required.
3. A simple majority on a specific vote constitutes the passing of an item or motion being voted upon.
4. The Chapter President shall abstain from board votes unless in the event their vote would constitute quorum or in the event of a tie vote.
5. No board member shall be entitled to vote by proxy or by designee.
6. A quorum of the Board is required to:
 - a. amend the chapter operational policies or
 - b. approve the chapter's Operational Plan, Workplan, or Annual Budget.
 - c. approve reserve spending
7. All voting must be conducted either in person or through some form of communication in which each participant is able to hear and see all of the other participants. Votes conducted via email communications require participation by all voting board members.

ARTICLE V. OFFICERS

(Article V, Section 3 revised October 2022 / Section 1, Section 4 revised November 2023)

Section 1 – Chapter Officers

1. Required officers shall be the President and President-elect. The President-elect shall automatically succeed to the office of President at the conclusion of the incumbent President's term of office or in the event of vacancy in the role of President. The President-elect shall be elected for a one-year term (effective 10/05).

Section 2 – Term Limits

1. Officers' required qualifications and term limits are set forth in the Policies.

Section 3 – President

1. The President shall be the same person who served as President-elect in the previous year. The President, as the chapter's principal officer, shall preside at chapter and Board meetings; appoint members to fill committee vacancies created during his/her term; create special task forces; be an ex-officio member of all committees and task forces, except the Nominating Committee; and perform such other duties as may be required by the Chapter Operational Plan in alignment and accordance with the Society Strategic Plan.

Section 4 – President-Elect

1. The President-elect shall, in the absence of the President, exercise the powers and perform the duties of the President. He/she shall also generally assist the President and perform such other duties as shall be prescribed by the Board of Directors. President-elect shall also serve as chair to the operational planning and budget committee.

ARTICLE VI. NOMINATIONS AND ELECTIONS

(Article VI, Section 1 revised October 2022)

Section 1 – Nominating Committee

1. The chapter Nominating Committee each year shall be selected by the seated board. Reference the ASID Policies for additional details.

Section 2 – Term Limits

1. Nominating Committee required qualifications and term limits are set forth in the Policies.

ARTICLE VII. COMMITTEES

Section 1 – Working Committees and Task Forces

1. Working committees and task forces shall be established by the President to perform specific chapter and/or society activities and shall be constituted and staffed as provided in Policies.

ARTICLE VIII. MEMBERSHIP MEETINGS

(Article VIII, Section 4 revised November 2023)

Section 1 – Annual Meeting

1. There shall be an Annual meeting of the members of the chapter in each year at such time and place as the Board of Directors may designate.

Section 2 – Special Meetings

1. Special meetings of the members of the chapter may be called by the President, or by the Board of Directors, or on written request by 25% of the chapter members determined as of the preceding October 1. The purposes for such meetings should be given in the notice for the meeting, and actions taken therein will be limited to those purposes.

Section 3 – Notice of Meeting

1. Notice of the Annual members meeting shall be provided to each member at least 30 days in advance. Notice of a special members meeting shall be provided to each member at least 10 days in advance.

Section 4 – Quorum

1. Ten percent (10%) of the voting members of the chapter, as determined by the date the ballot is open, shall constitute a quorum at any meeting of the members of the chapter.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

Section 1 – Amendments by Members

1. These Bylaws may be amended at the annual or any special meetings by a majority vote of a quorum present at the meeting, provided that notice of the proposed amendment shall have been sent together with notice of the meeting.
2. No amendment shall be considered at the meeting unless the same has been submitted for consideration either upon recommendation of the Board or by written petition executed by not less than 25% of chapter members. Any proposed amendment shall be filed with the administrator or member with administrative oversight by either the Board or the petitioning members, as the case may be, not less than 45 days before the date of the meeting.

Section 2 – Amendments by the Board

1. These Bylaws may be amended first, by presentation of amendment at a regular Board meeting for Board's consideration, and secondly, by vote on amendment to take place at next regular Board meeting, provided each Board member receives notice of proposed amendments accompanied by pros and cons not less than 10 days prior to said meetings.
2. No amendment shall be considered at a Board meeting unless the proposed amendment has either been submitted by an officer or not less than two Board members.
3. Any proposed amendment shall be filed with the Board no later than 15 days prior to the date of the Board meeting.

Section 3 – Approval by Society's General Counsel and Society's Board of Directors

1. Before any amendment to these Bylaws shall be presented for approval to either the members or the Board, it shall be approved by both
 - a. the Society's General Counsel as to form and as to its content being within the powers of the Chapter to enact and
 - b. by the Society's Board of Directors.

Section 4 – Interpretation of Bylaws

1. Each provision of these Bylaws and all amendments shall be interpreted to ensure consistency with the Society's Bylaws and Policies.

Conclusion of ASID Bylaws Document

AMERICAN
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